

\$ 26
14863-AA
14863-BB

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
A CODE 202
393-2266

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

MAY 31 1988-10 45 AM

INTERSTATE COMMERCE COMMISSION
TELEX
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MAY 31 1988-10 45 AM

INTERSTATE COMMERCE COMMISSION May 31, 1988

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 8-152A033

Date MAY 31 1988

Fee \$26.00

ICC Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 13, dated as of May 25, 1988, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 13, dated as of May 25, 1988, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, between ACF Industries Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/
Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Mortgagee/
Assignee: Fleet National Bank, Individually
and as Agent
111 Westminster Street
Providence, Rhode Island 02903

Charles T. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
May 31, 1988
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule I attached to this letter and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

Kindly return a stamped copy of each of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 13 dated as of May 25, 1988, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985; and Supplement No. 13, dated as of May 25, 1988, to Schedule I Annexed to Assignment of Leases dated as of December 13, 1985, covering the deletion of 620 railcars.

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE I

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESG.</u>
64711 - 64810	100	\$ 4,632,373	C214
65091 - 65130	40	1,899,349	"
65131 - 65145	15	705,516	"
51494 - 51513	20	1,268,554	C614
51514 - 51520	7	445,585	"
51461	1	68,226	"
51533 - 51541	9	1,638,952	"
51542 - 51558	17		"
51559 - 51566	8	504,008	"
51567 - 51570	4	249,712	"
51571 - 51572	2	124,624	"
51573 - 51587	15	934,875	"
51588 - 51589	2	126,080	"
51590 - 51625	36	2,254,896	"
51626 - 51630	5	314,230	"
51631 - 51634	4	242,308	"
51635	1	63,040	"
51636 - 51640	5	315,225	"
72049 - 72058	10	432,483	T105
72088 - 72091	4	176,036	"
72094 - 72133	40	1,549,249	"
72144 - 72146	3	118,374	"
72183 - 72212	30	1,089,163	"
72213 - 72222	10	427,905	"

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESG.</u>
72282 - 72311	30	1,371,160	T105
72492 - 72493	2		"
72495 - 72497	3		"
71850 - 71855	6	267,818	T055
72223 - 72255	33	1,253,411	T103
72332 - 72333	2		"
72000 - 72048	49	1,787,209	T104
72059 - 72062	4	160,298	"
72063 - 72087	25	932,945	"
72092 - 72093	2	83,589	"
72173 - 72182	10	467,781	"
72134 - 72143	10	1,234,092	T107
72312 - 72330	19		"
71857 - 71858	2	367,127	T108
71860 - 71864	5		"
77317 - 77326	10	502,286	T544
71827 - 71832	6	618,448	T545
77327 - 77332	6	801,411	T866
77339 - 77346	8		"
	<hr/> 620	<hr/> \$29,428,338	

14863 AA

14863-AA

MAY 31 1988 10 48 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

SUPPLEMENT NO. 13

TO

SCHEDULE B

ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

DATED DECEMBER 13, 1985

BETWEEN

ACF INDUSTRIES, INCORPORATED
("DEBTOR")

AND

FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended by deleting therefrom the following described Collateral (as defined in the Loan Agreement), which Collateral

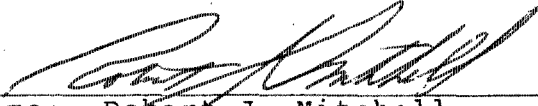
is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 25th day of May, 1988.

ACF INDUSTRIES, INCORPORATED

By


Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By


Name:
Title: **Thomas C. Crowley** SVP

By


Name:
Title: **Melwyn J. Frydrych** SVP.

STATE OF Rhode Island)
: ss.:
COUNTY OF Providence)

On this 25th day of May, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merrick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Cristine M. Morselle

Notary Public, State of New York
No. 4988178
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires 8/88

STATE OF Rhode Island)
: ss.:
COUNTY OF Providence)

On this 24 day of May, 1988, before me personally came Thomas C. Crowley, to me known, who being to me duly sworn, did depose and say that he resides at Cold Brook Rd., Adamsville, Rhode Island, that he is a Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Diane L. Haley

My Commission Expires June 30, 1991

STATE OF Rhode Island)
: ss.:
COUNTY OF Providence)

On this 24 day of May, 1988, before me personally came Melvyn D. Prydrych to me known, who being to me duly sworn, did depose and say that he resides at 18 Secluded Court Cumberland, Rhode Island, that he is a Senior Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Diane L. Haley

My Commission Expires June 30, 1991

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